

**KATTEN, MUCHIN, GITLES, ZAVIS, PEARL & GALLER**

4100 MID-CONTINENTAL PLAZA 55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603

TELEPHONE (312) 346-7400

TELECOPIER (312) 346-1437

TELEX 25-5102 CABLE "ATLAW"

GERALD A. GITLES  
MELVIN E. PEARL  
ALLAN B. MUCHIN  
LESLIE SANFORD  
GERALD M. PENNER  
RICHARD W. WALLER  
BERNARD M. LUBELCHEK  
STEPHEN M. NEUMER  
RONALD M. DE KOVEN  
GARRY LAKIN  
ALAN M. BERRY  
JAMES C. MURRAY, JR.  
ROBERT Y. SPERLING

GERALD H. GALLER  
MICHAEL WM. ZAVIS  
MELVIN L. KATTEN  
DONALD E. EGAN  
ALAN S. GRATCH  
ROBERT L. BROOKS  
MICHAEL E. C. MOSS  
VICTOR H. BEZMAN  
HOWARD M. RICHARD  
ALAN S. FINGER  
MICHAEL A. REITER  
JEFFREY K. WOHLSTADTER

RECORDATION NO. 7769-C

Filed &amp; Recorded

SEP 14 1977-9 15 AM

CHARLES D. STEIN  
DAVID ALTMAN  
HOWARD A. WEISS  
JERRY M. REINSORF  
HOWARD C. PIZER  
OF COUNSEL

INTERSTATE COMMERCE COMMISSION

SHELDON I. BANOFF  
DAVID A. BRONNER  
AVERY DELOTT  
STUART E. GRASS  
DAVID J. HOCHMAN  
GARY B. LAWSON  
IRVING B. LEVINSON  
NANCY A. PACHER  
THOMAS J. PRITZKER  
BERYN ROBERTS  
WILLIAM J. SHERIDAN, JR.  
BENTON C. STRAUSS  
THOMAS R. WECHTER

PETER H. BARROW  
ROBERT S. CONNORS  
MURRAY LEE GORDON  
LEE HARRIS  
LIZABETH F. HORN  
BARRY LEVINSKY  
FLOYD A. MANDELL  
DANIEL M. PELLICCONI  
NANCY S. RENDLEMAN  
VINCENT A. F. SERGI  
MICHAEL C. SHANLEY  
LEE ANN WATSON  
JACK M. WESOKY

RECORDATION NO. 7640-D

Filed &amp; Recorded

SEP 14 1977-9 15 AM

September 12, 1977

RECORDATION NO. 7640-C

Filed &amp; Recorded

SEP 14 1977-9 15 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Document Recordation Department  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, D.C. 20423

Re: Lease Dated August 29, 1974 between Precision National  
Leasing Corporation and Chicago, Rock Island and  
Pacific Railroad Company Recorded as Document No. 7640  
on September 5, 1974

Lease Dated December 19, 1974 between Precision National  
Leasing Corporation and Chicago, Rock Island and Pacific  
Railroad Company Recorded as Document No. 7769-A on  
January 13, 1975

Agreement Dated November 7, 1975 between Precision National  
Leasing Corporation and Chicago, Rock Island and Pacific  
Railroad Company Recorded as Document No. 7640-B on  
December 12, 1975.

Dear Ms. Lee:

Pursuant to our telephone conversation of September 12, 1977, enclosed for recordation under the provisions of Section 20(c) of the Interstate Commerce Act, as amended, are four executed counterparts of an Agreement entitled "Supplement To The Leases," dated August 18, 1977, which supplements the above Leases and Agreement. Also enclosed are three executed copies of a transmittal letter from the Chicago, Rock Island and Pacific Railroad Company to the Interstate Commerce Commission.

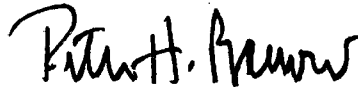
Please record all of the foregoing and then return three copies of the Agreement and two copies of the transmittal letter, each evidencing your stamp, to my attention at the above address.

-2-

A stamped, self-addressed envelope has been enclosed for your convenience. A check in the amount of \$30 for recordation fees has been enclosed herewith.

Please call me at once if there is any problem regarding the enclosed. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Peter H. Barrow". The signature is fluid and cursive, with the first name "Peter" and last name "Barrow" clearly distinguishable.

Peter H. Barrow

PHB:br  
Enclosures

RECORDATION NO. 7640-15 Filed & Recorded  
SEP 14 1977-9 15 AM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7769-C Filed & Recorded  
SEP 14 1977-9 15 AM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7640-C Filed & Recorded  
SEP 14 1977-9 15 AM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO THE LEASES

THIS SUPPLEMENT TO THE LEASES is executed this 19<sup>th</sup> day  
of August, 1977, by PRECISION NATIONAL LEASING  
CORPORATION ("Precision National") and WILLIAM M. GIBBONS  
("Trustee") as trustee of the CHICAGO, ROCK ISLAND AND PACIFIC  
RAILROAD COMPANY (the "Rock Island").

WITNESSETH:

WHEREAS, Precision National heretofore purchased 120 loco-  
motives from the Rock Island and concurrently therewith leased  
said locomotives to the Rock Island, pursuant to two lease agree-  
ments (the "Leases"), all as described in a certain agreement,  
dated November 7, 1975, (the "Agreement"), entered into by and  
between Precision National and the Trustee; and

WHEREAS, subsequent to the filing of a proceeding by the  
Rock Island pursuant to Section 77 of the Bankruptcy Act,  
Precision National and the Trustee reached an agreement to adopt  
the Leases with respect to certain locomotives and to adopt  
the Leases, as modified, with respect to the other locomotives,  
all as described in the Agreement; and

WHEREAS, the Leases provided for the rebuilding of the loco-  
motives at the expense of Precision National; and

WHEREAS, Precision National completed the rebuilding of all of the locomotives pursuant to the terms of the Leases as modified by the Agreement on June 20, 1977; and

WHEREAS, the Agreement was filed and recorded in accordance with Section 20c of the Interstate Commerce Act; and

WHEREAS, the number designations of the locomotives as reflected in the Agreement have been changed as a result of the foregoing rebuilding by Precision National, and, therefore, it is necessary to supplement the Agreement to reflect the correct number designation of each rebuilt locomotive; and

WHEREAS, pursuant to paragraph 11 of the Agreement, Precision National and the Trustee agreed to execute this Supplement To The Leases, and the Trustee agreed to cause said Supplement to be filed and recorded in accordance with Section 20c of the Interstate Commerce Act;

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. The "old" number designations and the "new" number designations of the rebuilt locomotives are as follows:

OLD NUMBER DESIGNATIONNEW NUMBER DESIGNATION

RI 430	4425 ✓
RI 1206	4426
RI 1225	4427
RI 1234	4428
UP 144	4429
UP 140	4430
RI 1200	4431
RI 1202	4432
RI 1210	4433
RI 1236	4434
RI 1233	4435
RI 431	4436
RI 1211	4437
RI 1212	4438
RI 1257	4439
RI 1209	4440
RI 4205	4441
RI 4208	4442
RI 4209	4443
RI 1220	4444
RI 1221	4445
RI 1213	4446
RI 1219	4447
RI 1228	4448
RI 1302	4449
RI 1290	4450
RI 1292	4451
RI 1298	4452
RI 1217	4453
RI 1291	4454
RI 1303	4455
RI 1288	4456
RI 1237	4457
RI 1230	4458
RI 1253	4459
RI 1215	4460
RI 1232	4461
RI 1222	4462
RI 1295	4463
RI 1261	4464
RI 1297	4465
RI 1289	4466
RI 1299	4467
RI 1294	4468
RI 1296	4469

OLD NUMBER DESIGNATIONNEW NUMBER DESIGNATION

RI 1305	4470
NW 3476	4471
NW 3480	4472
RI 4200	4473
RI 4203	4474
NW 2412	4475
SLSF 547	4476
SLSF 557	4477
PNC 1504	4478
RI 1312	4479
RI 1322	4480
RI 1319	4481
RI 1320	4482
RI 1317	4483
RI 1318	4484
RI 1315	4485
RI 1313	4486
RI 1314	4487
RI 1316	4488
RI 1214	4500
RI 1263	4501
RI 1218	4502
RI 1280	4503
RI 1307	4504
RI 1223	4505
RI 1266	4506
RI 1271	4507
RI 1260	4508
RI 1262	4509
RI 1287	4510
RI 1258	4511
RI 1251	4512
RI 1235	4513
RI 1311	4514
RI 436	4515
RI 1276	4516
RI 1274	4517
RI 1272	4518
RI 1264	4519
RI 1255	4520
RI 1205	4521
RI 1231	4522
RI 1216	4523
RI 1270	4524

OLD NUMBER DESIGNATIONNEW NUMBER DESIGNATION

RI 1283	4525
RI 1254	4526
RI 1285	4527
RI 432	4528
RI 1229	4529
RI 1286	4530
RI 1250	4531
RI 1207	4532
RI 1265	4533
RI 1203	4534
RI 1224	4535
RI 1281	4536
RI 441	4537
RI 1208	4538
RI 1278	4539
RI 1204	4540
RI 1227	4541
RI 1259	4542
RI 1284	4543
RI 1268	4544
RI 1282	4545
RI 1273	4546
RI 1269	4547
RI 1279	4548
RI 1277	4549
RI 1310	4550
RI 1300	4551
RI 1304	4552
RI 1309	4553
RI 1306	4554
RI 1293	4555

2. The Trustee shall forthwith cause this Supplement To The Leases to be filed and recorded in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Trustee and Precision National have caused this Supplement To The Leases to be executed as of the day and year hereinabove set forth.



William M. Gibbons, as Trustee of  
the Chicago, Rock Island and  
Pacific Railroad Company

PRECISION NATIONAL LEASING  
CORPORATION

By  President

ATTEST:

  
Secretary



STATE OF ILLINOIS   )  
                                  ) SS.  
COUNTY OF C O O K   )

On this 19 day of August, 1977, before me personally appeared William M. Gibbons, to me personally known, who being by me duly sworn, says that he is the trustee of the Chicago, Rock Island and Pacific Railroad Company, that the foregoing instrument was signed and sealed in his capacity as said Trustee and that the execution of the foregoing instrument was his free act and deed as said Trustee.

John N. Pineda  
Notary Public

My Commission Expires: Oct. 26, 1977

STATE OF ILLINOIS   )  
                                  ) SS.  
COUNTY OF JEFFERSON)

On this 10th day of August, 1977, before me personally appeared Frank Hall, to me personally known, who being by me duly sworn, says that he is President of the Precision National Leasing Corporation, and Thomas M. Green, to me personally known to be the Acting Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia M. Hef  
Notary Public

My Commission Expires: 11/25/80